

RECORDATION NO. 21149 FILED

JAN 13 '98

11-11 AM

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RECORDATION NO. 21149-A, B FILED  
OF COUNSEL  
URBAN LESTER

JAN 13 '98

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January 13, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated August 29, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated December 19, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 23, 1997.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons  
480 West Dussell Drive  
Maumee, Ohio 43537

Lessee: Libbey-Owens-Ford Co.  
811 Madison Avenue  
Toledo, Ohio 43697

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Counterparts - 9/1/98

Vernon A. Williams  
January 13, 1998  
Page 2

Memorandum of Lease Assignment, Management  
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.  
480 West Dussell Drive  
Maumee, Illinois 43537

Memorandum of Asset Purchase, Assignment  
and Assumption Agreement

Assignee: Star Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is:

six (6) gondola cars AEX 4182 through AEX 4187

Also enclosed is a check in the amount of \$72.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

JAN 13 '98

11-11 AM

**MEMORANDUM OF ASSET PURCHASE,  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of December 23, 1997 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

**WITNESSETH:**

1. Vaughn, as Assignee, has entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment") dated as of December 19, 1997, with The Andersons, Inc., as Assignor, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease Assignment and the railroad equipment subject to that Lease Assignment.
3. This Memorandum of Asset Purchase, Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: V.P.

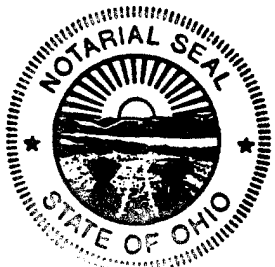
THE VAUGHN GROUP, LTD.

By: 

**John V. Handelsman**  
Title: **President and CEO**

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 12th day of January, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegelé  
Notary Public

**KATHY J. VOEGELE**  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio )  
COUNTY OF Hamilton ) SS

On this 7 day of January, 1998 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



**Chang K. Cho**  
Notary Public, State of Ohio  
My Commission Expires February 1, 1998

Chang K. Cho  
Notary Public

My commission expires:

## Exhibit A

**Equipment Location:**

480 W. Dussel Drive  
Maumee, Ohio 43537  
Lucas County

Invoice No.	Vendor	Qty.	Description	Car No.
342553	Trinity Industries, Inc.	6	New 110 Ton 52Ft. 6IN Fixed End Gondola Cars	AEX4182 AEX4183 AEX4184 AEX4185 AEX4186 AEX4187